

Minutes of the Harmony Co-operative Grocery Inc. Board of Directors Meeting

11/19/08

Board members present: Mary Chernugal, Krissy Hughes, Dennis Montgomery, William Naylor, Tony Walzer, Debbie Warne-Jacobsen, John Wilder

Staff present: Greg Gasman

The meeting was called to order by Chair Dennis Montgomery. The following items were discussed and actions taken:

Minutes and Agenda:

- The minutes from the Oct. 29, 2008 meeting were accepted.
- The agenda for the meeting was reviewed and accepted.

Manager's Report

Greg submitted his manager's report via email prior to the meeting. The report was reviewed and accepted and is attached to these minutes.

Greg also submitted the wage schedule that he developed in accordance with Governance Policy B2.

Patronage Refunds

The board authorized the distribution of the patronage refunds from 2007. 20% is to be paid in cash and the remaining 80% in class B stock. Greg will proceed with the distribution.

The board and GM need to review how patronage refunds will be calculated for 2008.

Monitoring Reports and Policy changes

C5 – General Manager Evaluation

New Governance Policy C5 was adopted with some minor wording corrections.

In the course of this discussion the issue of whether the General Manager should have a personnel file was addressed and where/how it should be kept. The issue was tabled for a future discussion.

It was decided that the quarterly evaluation work for C5 will formally begin next February. The board discussed the GM's compensation for 2009 and authorized a 3% pay raise effective Jan. 2009.

Policy B9: Executive Limitations – Environmental policy (IR)

Greg submitted his monitoring report for B9 along with his manager's report via email and it is attached to these minutes. The report was reviewed and accepted with the board determining Harmony is in compliance with this policy.

Policy D9: Governance Process – Board Nominations & Elections (DBI)

The monitoring committee (Debbie and William) distributed their report and it is attached to these minutes. The report and proposed changes were accepted. The report shows that Harmony is not in compliance with all aspects of this policy.

The board also decided to make an additional edit to the policy to include the month (May) that the Nominations and Elections committee should be formed in order to prepare for the next election. Debbie will make the proposed edit and submit it for review by the next meeting.

B5: Asset Protection

The amendment to the policy was reviewed and accepted.

Monitoring Committee Assignments'

Committee assignments for 2009 were discussed. Each board member was asked to email their preferred assignments to Debbie. Two monthly assignments will be made per board member reviewing 2 policies per assignment. Dennis and Debbie will meet to make the committee assignments.

Work Plan

Dennis's proposed changes to the work plan were reviewed. Items that have been completed were removed. The following items were added, kept or updated on the work plan:

- **General Membership:** Meeting schedule a time in work plan when work is to begin
- **Member Relations/Communications:** Ongoing work and discussion – includes research with Sociology Department.
- **Strategic Planning** (and Bill Gessner workshop): *Priority Item*. Workshop scheduled for Mar 14-15. Greg should make sure staff can attend those dates
- **Bylaws/Member stocks etc:** *Priority Item*. Dennis will contact consultant recommended by Gessner, Krissy will contact lawyer recommended by Gessner. Everyone agreed to look at Whole Foods Bylaws and Articles that are posted on their web site.
- **Succession planning for offices of chairperson, treasurer and secretary:** Will put on the December agenda for discussion
- **Develop policy on Community Commitment:** Will put on the December agenda for discussion

Monitoring for December

- Policy D6: Governance Process - Board Meetings (DBI)
- Policy D8: Governance Process - Minutes Procedure (DBI)
- Policy D12: Governance Process - Closed Meetings (DBI)

Monitoring committee: John, Mary and Krissy

December Meeting

The next regular Board meeting will be held 12/17/08 at 4:00 p.m. at the Bemidji Public Library.

The meeting was adjourned.

Respectfully submitted by Debbie Warne-Jacobsen, Board Secretary